

CHICAGO AND



TRANSPORTATION COMPANY

4-285A076

OCT 10 1984

~~August 29, 1984~~

File No. A-12196-A (A-387)

RECORDATION NO. 14231-B

OFFICE OF THE SECRETARY

DIRECT DIAL NUMBER

(312) 559-6167

OCT 11 1984 12 25 PM

INTERSTATE COMMERCE COMMISSION

Ms. Agatha L. Mergenovich, Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Re: Conditional Sale Agreement dated as of December 19, 1983 between North Western Leasing Company and Chicago and North Western Transportation Company and Agreement and Assignment dated as of December 19, 1983 between North Western Leasing Company, and European American Bank and Trust Company and European American Banking Corporation, assigned Recordation No. 14231 and 14231A respectively, on December 27, 1983.

Dear Ms. Mergenovich:

Pursuant to Section 11303 (formerly Section 20c) of the Interstate Commerce Act, enclosed for recordation are counterparts of Amendment #1 dated June 1, 1984 and European American Bank and Trust Company's and European American Banking Corporation's Consent to this Agreement covering substitution of twenty-seven (27) 50' box-cars as described on Schedule A-1 attached to the Agreement.

The names and addresses of the parties to the transaction are as follows:

1. Chicago and North Western Transportation Company, One North Western Center, Chicago, Illinois 60606.
2. North Western Leasing Company, One North Western Center, Chicago, Illinois 60606.
3. European American American Bank and Trust Company and European American Banking Corporation, 233 South Wacker Drive, Suite 9100, Chicago, Illinois 60606.

Enclosed is our check for \$10.00 to cover your recording fee. Please assign a sequential recordation number, retain one counterpart for your files, and return the remaining counterparts each showing recordation data.

No.
Date OCT 11 1984
Fee \$ 10.00

ICC Washington, D. C.

Sincerely,

Joan A. Schramm

Joan A. Schramm
Assistant Secretary

OCT 11 12 18 PM '84
ICC OFFICE OF
THE SECRETARY
MOTOR OPERATING UNIT

Enclosures

cc: G. R. Charles (A-387)
R. F. Guenther
R. L. Johnson

D. E. Stockham, Attn: P. J. Brod
M. R. Jeske
Arthur Anderson & Co., Attn: Paul Keglevic
European American Bank and Trust Company and
European American Banking Corporation

cs/d4/106 4

10/11/84

Interstate Commerce Commission
Washington, D.C. 20423

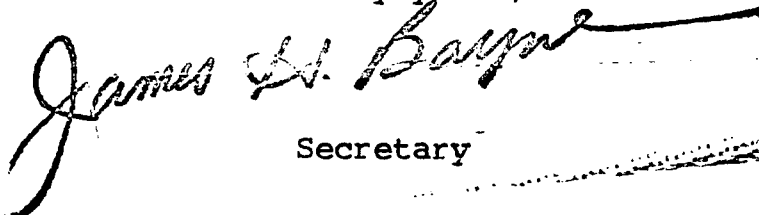
OFFICE OF THE SECRETARY

Joan A Schramm
Chicago & Northwestern Transp. Co.
One North Western Center
Chicago, Illinois 60606

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/11/84 at 12:25pm and assigned re-recording number(s). 14231-B

Sincerely yours,


Secretary

Enclosure(s)

RECORDATION NO. 14231-B
FILED 1423

OCT 11 1984 - 12 25 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT #1
To
CONDITIONAL SALE AGREEMENT
Dated As Of December 19, 1983
Between
Chicago And North Western Transportation Company
And
North Western Leasing Company

THIS AMENDMENT #1 is dated as of the first day of June, 1984 by and between Chicago and North Western Transportation Company and North Western Leasing Company (those capitalized terms not defined herein shall have the meanings ascribed to them in the above referenced Conditional Sale Agreement (the "CSA"))).

WHEREAS, Railroad and Seller entered into the CSA, under and pursuant to the Finance Agreement dated as of December 1, 1983 among Railroad, Seller and Assignee, which CSA was secured with collateral consisting of, among other Equipment, those railroad boxcars identified in Column 3 of Schedule A-1 attached hereto and hereby made a part hereof;

WHEREAS, Railroad and Seller wish to substitute alternate box cars identified in Column 5 of Schedule A-1 under the CSA in place of the boxcars identified in Column 3; and

WHEREAS, the interests of the Seller in the CSA were assigned to the Assignee under an Agreement and Assignment dated the same date as the CSA, consequently requiring the consent of the Assignee to amendments of the CSA.

NOW THEREFORE, in consideration of the CSA and the amounts to be paid thereunder and the mutual covenants therein and herein set forth, the parties hereto agree as follows:

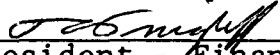
1. It is hereby agreed that those railroad boxcars identified in Column 3 of Schedule A-1 are deleted from the original Schedule A to the CSA effective ab initio under the CSA and those railroad boxcars identified in Column 5 of Schedule A-1 are hereby added to original Schedule A to the CSA effective ab initio under the CSA as if they had been Equipment subject to the CSA from the moment of its first effectiveness.

2. All other terms and conditions of the CSA shall remain in full force and effect unmodified hereby.

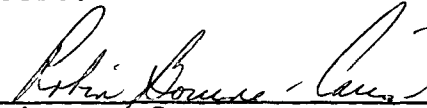
IN WITNESS WHEREOF, the parties hereto have signed this Amendment #1 as of the date first above written.

CHICAGO AND NORTH WESTERN
TRANSPORTATION COMPANY

[Corporate Seal]

By 
Vice President - Finance

Attest:


Assistant Secretary

NORTH WESTERN LEASING COMPANY

[Corporate Seal]

By 
Vice President

Attest:


Assistant Secretary

D1/20hw

STATE OF ILLINOIS,)
COUNTY OF COOK,) SS:

On this 10th day of October 1984, before me personally appeared T. A. Tingleff, to me personally known who, being by me duly sworn, says that he is Vice President - Finance of CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Marcia L. Boverzo
Notary Public

[Notarial Seal]

My Commission expires: 9/12/87

STATE OF ILLINOIS,)
COUNTY OF COOK,) SS:

On this 10th day of October 1984, before me personally appeared T. A. Tingleff, to me personally known, who, being by me duly sworn says that he is a Vice President of NORTH WESTERN LEASING COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Marcia L. Boverzo
Notary Public

[Notarial Seal]

My Commission expires: 9/12/87

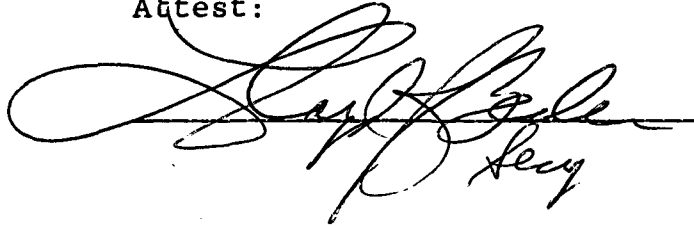
D1/20hw

Consent
To
Amendment #1

European American Bank and Trust Company and
European American Banking Corporation ("Assignee") as
Assignee of Seller's interests in the CSA under the Agree-
ment and Assignment between Seller and Assignee dated as of
the date of the CSA, hereby affirm their consent to the
foregoing Amendment #1.

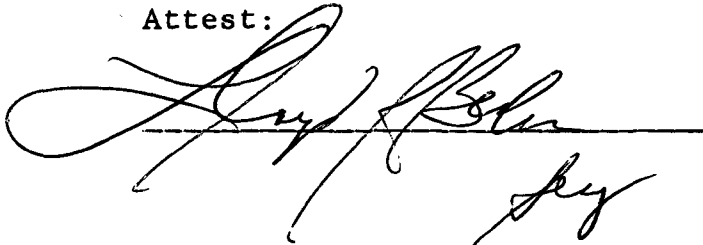
[Corporate Seal]

Attest:



[Corporate Seal]

Attest:



EUROPEAN AMERICAN BANK AND
TRUST COMPANY

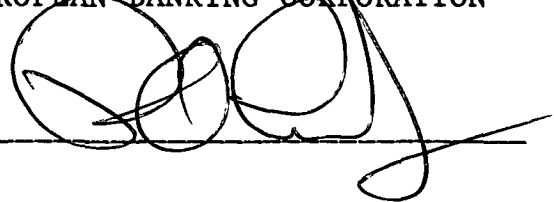
By



ROBERT A. LENNOX, JR.
Vice President

EUROPEAN BANKING CORPORATION

By



ROBERT A. LENNOX, JR.
Vice President

D1/20hw

SCHEDULE A-1
 CONDITIONAL SALES AGREEMENT DATED 12/19/83
 BETWEEN
 CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY
 AND
 NORTH WESTERN LEASING COMPANY
 AS ASSIGNED TO
 EUROPEAN AMERICAN BANK AND TRUST COMPANY
 AND
 EUROPEAN AMERICAN BANKING CORPORATION

		Column 3	Column 4	Column 5	Column 6
<u>Quantity</u>	<u>Description</u>	Railroad System No. of Car to be Replaced	Purchase Price	Railroad System No. of Substitute Car	Purchase Price
27	50' Boxcar	CNW 160881	24,883	CNW 161260	24,568
		CNW 160882	24,883	CNW 161262	24,568
		CNW 160893	24,883	CNW 161263	24,568
		CNW 160895	24,883	CNW 161264	24,568
		CNW 160901	24,883	CNW 161265	24,568
		CNW 160909	24,883	CNW 161267	24,568
		CNW 160910	24,883	CNW 161268	24,568
		CNW 160913	24,883	CNW 161269	24,568
		CNW 160920	24,883	CNW 161270	24,726
		CNW 160924	24,883	CNW 161271	24,568
		CNW 160926	24,883	CNW 161272	24,568
		CNW 160934	24,883	CNW 161273	24,568
		CNW 160940	24,883	CNW 161275	24,568
		CNW 160944	24,883	CNW 161276	24,568
		CNW 160949	24,883	CNW 161277	24,568
		CNW 160953	24,883	CNW 161278	24,568
		CNW 160957	24,883	CNW 161279	24,568
		CNW 160961	24,883	CNW 161291	24,568
		CNW 160967	24,883	CNW 161281	24,568
		CNW 160970	24,883	CNW 161282	24,568
		CNW 160972	24,883	CNW 161284	24,568
		CNW 160973	24,883	CNW 161285	24,568
		CNW 160977	24,883	CNW 161286	24,568
		CNW 160982	24,883	CNW 161287	24,568
		CNW 160984	24,883	CNW 161288	24,568
		CNW 160991	24,883	CNW 161289	24,568
		CNW 160994	<u>24,883</u>	CNW 161290	<u>24,568</u>
			671,841		